

1 Alan R. Plutzik (State Bar No. 077785)  
2 Kathryn A. Schofield (State Bar No. 202939)  
3 BRAMSON, PLUTZIK, MAHLER & BIRKHAUSER, LLP  
4 2125 Oak Grove Road, Suite 120  
5 Walnut Creek, California 94598  
6 Telephone: (925) 945-0200  
7 Facsimile: (925) 945-8792

8 Nadeem Faruqi  
9 FARUQI & FARUQI, LLP  
10 320 East 39<sup>th</sup> Street  
11 New York, NY 10016  
12 Telephone: 212/983-9330  
13 Facsimile: 212/983-9331

14 Attorneys for Plaintiffs Knee and Galluscio

15 UNITED STATES DISTRICT COURT  
16 NORTHERN DISTRICT OF CALIFORNIA  
17 SAN FRANCISCO DIVISION

18 STEPHEN KNEE, Derivatively On Behalf of  
19 BROCADE COMMUNICATIONS SYSTEMS,  
20 INC.,

21 Plaintiff,

22 vs.

23 GREGORY L. REYES, et al.

24 Defendants,

25 and BROCADE COMMUNICATIONS  
26 SYSTEMS, INC.,

27 Nominal Defendant.

Civil Case No.: C05-02233 CRB

DERIVATIVE ACTION

**AMENDED STIPULATION AND  
~~PROPOSED~~ PRETRIAL ORDER  
NO. 1 CONSOLIDATING ALL  
RELATED SHAREHOLDER  
DERIVATIVE ACTIONS AND  
APPOINTING LEADERSHIP  
STRUCTURE FOR PLAINTIFFS**

ROBERT GALLUSCIO, Derivatively On Behalf  
of BROCADE COMMUNICATIONS  
SYSTEMS, INC.,

Plaintiff,

vs.

GREGORY L. REYES, et al.

Defendants,

and BROCADE COMMUNICATIONS  
SYSTEMS, INC.,

Nominal Defendant.

Civil Action No.: C05-02235 CRB

WILLIAM PRATT, Derivatively On Behalf of  
BROCADE COMMUNICATIONS SYSTEMS,  
INC.,

Plaintiff,

vs.

GREGORY L. REYES, et al.

Defendants,

and BROCADE COMMUNICATIONS  
SYSTEMS, INC.,

Nominal Defendant.

Civil Action No.: C05-02372 CRB

ANJANI K. JHA, Derivatively On Behalf of  
BROCADE COMMUNICATIONS SYSTEMS,  
INC.,

Plaintiff,

vs.

GREGORY L. REYES, et al.

Defendants,

and BROCADE COMMUNICATIONS  
SYSTEMS, INC.,

Nominal Defendant.

Civil Action No.: C05-02652 CRB

**STIPULATION**

WHEREAS this Court has ordered the following shareholder derivative cases be related:

<u>Case Name</u>	<u>Case No.</u>	<u>Date Action Filed</u>
<i>Knee v. Reyes, et al.</i>	C05-02233 CRB	June 1, 2005
<i>Galluscio v. Reyes, et al.</i>	C05-02235 CRB	June 2, 2005
<i>Pratt v. Reyes, et al.</i>	C05-02372 CRB	June 10, 2005
<i>Jha v. Reyes, et al.</i>	C05-2652 CRB	June 28, 2005

WHEREAS, the Court has not yet consolidated these actions or appointed Lead Counsel;

WHEREAS, the parties in the Shareholder Derivative Actions desire consistent rulings and decisions and to avoid unnecessary duplication of effort, and therefore agree that the Shareholder Derivative Actions should be consolidated with one another;

IT IS HEREBY STIPULATED AND AGREED by and between undersigned counsel that, subject to the approval of this Court:

**I. CONSOLIDATION**

1. The above-captioned actions and all other cases that relate to the same subject matter that are subsequently filed in or transferred to this Court are hereby consolidated into one action (hereinafter, the "Consolidated Action") for all purposes, pursuant to Fed. R. Civ. P. 42. This Order (the "Order") shall apply as specified to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or transferred to this Court and is consolidated with the Consolidated Action.

**II. MASTER DOCKET AND MASTER FILES**

2. A Master File is hereby established for this proceeding. The Master File shall be Case No. C05-02233 CRB. The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.

3. An original of this Order shall be filed by the Clerk in the Master File.

4. The clerk shall mail a copy of this Order to counsel of record in the Consolidated

1 Action.

2 **III. CAPTION OF THE CASE**

3 5. Every pleading filed in the Consolidated Action, or in any separate action included  
4 herein, shall be the following caption:

5 **UNITED STATES DISTRICT COURT**  
6 **NORTHERN DISTRICT OF CALIFORNIA**  
7 **SAN FRANCISCO DIVISION**

8 IN RE BROCADE COMMUNICATIONS  
9 SYSTEMS, INC. DERIVATIVE LITIGATION

Lead Civil Action No. C05-02233 CRB

10 This Document Relates to:

11 **ALL ACTIONS**

12 **IV. NEWLY-FILED OR TRANSFERRED ACTIONS**

13 6. When a case which properly belongs as part of the Consolidated Action is hereafter  
14 filed in the Court or transferred here from another court, this Court requests the assistance of  
15 counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that  
16 might properly be consolidated as part of *In re Brocade Communications Systems, Inc. Derivative*  
17 *Litigation*, Lead Civil Action No. C05-02233 CRB, and counsel are to assist in assuring that  
18 counsel in subsequent actions receive notice of this Order.

19 **V. LEAD PLAINTIFFS**

20 7. Co-Lead Plaintiffs in this Consolidated Action are: Stephen Knee, Robert Galluscio,  
21 William Pratt and Anjani K. Jha.

22 **VI. ORGANIZATION OF PLAINTIFFS' COUNSEL**

23 8. Co-Lead Counsel for Plaintiffs for the conduct of this Consolidated Action are:

24 FARUQI & FARUQI, LLP  
25 NADEEM FARUQI  
26 320 East 39<sup>th</sup> Street  
27 New York, NY 10016  
28 Telephone: (212) 983-9330  
Facsimile: (212) 983-9331

FEDERMAN & SHERWOOD  
WILLIAM B. FEDERMAN  
120 N. Robinson, Suite 2720  
Oklahoma City, OK 73102

Telephone: (405) 235-1560

Facsimile: (405) 239-2112

9. Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding pre-trial procedure, trial and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

10. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiffs except through Co-Lead Counsel.

11. Co-Lead Counsel shall also be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Co-Lead Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

12. Defendants' counsel may rely upon all agreements made with any of Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on plaintiffs.

13. Co-Liaison Counsel for Plaintiffs for the conduct of this Consolidated Action are:

**BRAMSON, PLUTZIK, MAHLER & BIRKHAUSER, LLP**

Alan R. Plutzik  
2125 Oak Grove Road, Suite 120  
Walnut Creek, CA 94598  
Telephone: (925) 945-0200  
Facsimile: (925) 945-8792

**MARY ALEXANDER & ASSOCIATES**

Mary Alexander  
44 Montgomery Street, Suite 1303  
San Francisco, CA 94104  
Telephone: (415) 433-4440  
Facsimile: (415) 433-5440

14. Plaintiffs' Liaison Counsel shall be available for communications by plaintiffs to and from this Court, including distributing orders and other directions from the Court to plaintiffs' counsel. Plaintiffs' Liaison Counsel shall be responsible for creating and maintaining a master

service list of all parties and their respective counsel.

15. The Case Management Conference scheduled for August 19, 2005 is postponed and will be rescheduled after the selection of Lead Counsel in these derivative actions.

16. Defendants are not obligated to respond to any of the currently filed derivative action complaints and shall respond only to a Consolidated Amended Complaint.

17. Plaintiffs shall file a consolidated complaint no later than thirty (30) days from the entry of this order.

IT IS HEREBY STIPULATED AND AGREED TO:

Dated: August 15, 2005 FARUQI & FARUQI, LLOP

/s/Nadeem Faruqi

Nadeem Faruqi  
Attorneys for Plaintiffs Knee and Galluscio

Dated: August 15, 2005 FEDERMAN & SHERWOOD

/s/William B. Federman

William B. Federman  
Attorneys for Plaintiffs Pratt and Jha

Dated: August 15, 2005 BRAMSON, PLUTZIK, MAHLER & BIRKHAUSER, LLP

/s/Kathryn A. Schofield

Kathryn A. Schofield  
Attorneys for Plaintiffs Knee and Galluscio

Dated: August 15, 2005 MARY ALEXANDER & ASSOCIATES

/s/Mary Alexander

Mary Alexander  
Attorney for Plaintiffs Pratt and Jha

1 Dated: August 15, 2005

PROSKAUER ROSE LLP

3 /s/Richard Marmaro

Richard Marmaro

Attorneys for Defendant Gregory L. Reyes

5 Dated: August 15, 2005

WILSON SONSINI GOODRICH & ROSATI, P.C.

7 /s/Caz Hashemi

Caz Hashemi

Attorneys for all other Defendants

11 **ATTESTATION PURSUANT TO GENERAL ORDER 45**

12 I, Kathryn A. Schofield, attest that concurrence in the filing of this document has been  
13 obtained from each of the other signatories. I declare under penalty of perjury under the laws of  
14 the United States of America that the foregoing is true and correct. Executed this 15 day of  
15 August 2005 at Walnut Creek, California.

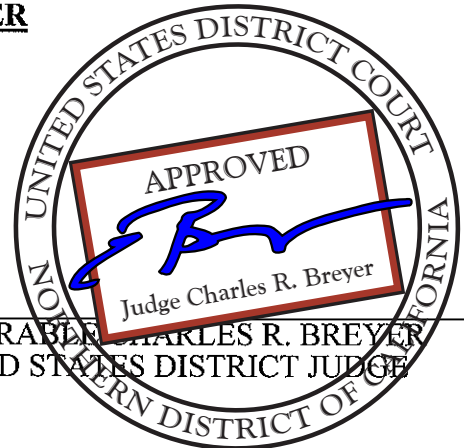
17 /s/Kathryn A. Schofield

Kathryn A. Schofield

~~PROPOSED~~ ORDER

IT IS SO ORDERED.

This 19 day of August, 2005.



HONORABLE CHARLES R. BREYER  
UNITED STATES DISTRICT JUDGE